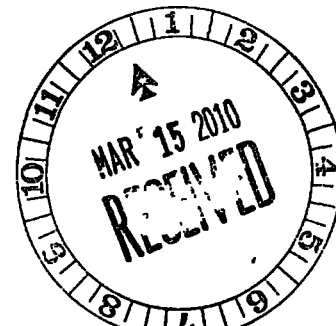


RECORDATION NO. 25245-Q FILED

MAR 16 '10 -12 00 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

March 12, 2010

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847 318 7575
Fax 847 318 7588

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W., Suite 100
Washington, DC 20423-001
Attn Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Ms Quinlan

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement, dated February 24, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 25245.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N River Road, Suite 5000
Rosemont, IL 60018

Lessee Canadian Pacific Railway Company
401 - 9th Ave SW, Suite 400
Gulf Canada Square
Calgary, AB T2P 4Z4 CANADA

A description of the railroad equipment covered by the enclosed document is for thirty (30) 42' covered coil cars with NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows.

Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397.
Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Senior Documentation Specialist

Enclosures

(CP079)

MEMORANDUM OF LEASE – RIDER NO. 30

THIS MEMORANDUM OF LEASE (the "Memorandum of Lease") is made and entered into as of February 24, 2010, by and between the Montreal branch of FIRST UNION RAIL CORPORATION, a North Carolina corporation ("Lessor"), and CANADIAN PACIFIC RAILWAY COMPANY, a Canadian corporation ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement dated as of February 4, 1998 (the Lease), and Rider No. 30 thereto dated as of February 24, 2010 (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider which are incorporated herein by reference.


IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

NAME: Susan A Barrie

TITLE: Regional Vice President, Sales

SIGNATURE: 

LESSEE:

CANADIAN PACIFIC RAILWAY

NAME: PHIL C. IRELAND

TITLE: VP Ops Tech Strategy + PD


SIGNATURE: 

EXHIBIT A
TO MEMORANDUM OF LEASE

NUMBER OF CARS: Thirty (30).

DESCRIPTION OF CARS: 286,000 lb. GRL, 42' Covered Coil Cars equipped with
four coil stops and an insulated cover

CAR NUMBERS. NOKL 382400-382429, inclusive.

ASSIGN. NO. CP079

MAR 16 '10 -12 00 PM

MEMORANDUM OF LEASE - RIDER NO. 30 SURFACE TRANSPORTATION BOARD

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LESSOR:

FIRST UNION RAIL CORPORATION

NAME: Susan A. BarrieTITLE: Regional Vice President, SalesSIGNATURE: **LESSEE:**

CANADIAN PACIFIC RAILWAY


NAME: PHIL C. IRELANDTITLE: VP Ops Tech Strategy + PDSIGNATURE: 

EXHIBIT A
TO MEMORANDUM OF LEASE

| | |
|----------------------|--|
| NUMBER OF CARS. | Thirty (30). |
| DESCRIPTION OF CARS. | 286,000 lb. GRL, 42' Covered Coil Cars equipped with four coil stops and an insulated cover. |
| CAR NUMBERS: | NOKL 382400-382429, inclusive. |

ASSIGN. NO. CP079

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LESSOR:

FIRST UNION RAIL CORPORATION

NAME. Susan A. Barrie

TITLE. Regional Vice President, Sales

SIGNATURE 

LESSEE:

CANADIAN PACIFIC RAILWAY

NAME: PHIL C. IRELAND

TITLE: VP Ops Tech Strategy + PD


SIGNATURE: 

EXHIBIT A
T0 MEMORANDUM OF LEASE

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